

SEP 30 '08

8-00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

September 30, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: TRIP 14th Funding

Dear Ms Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of September 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-VV.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Anne K. Quinlan, Esq.  
September 30, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

237 railcars:

TILX 034413 – TILX 034492  
TILX 056136 - TILX 056181 (not inclusive)  
TILX 056262  
TILX 056268  
TILX 056270 - TILX 056304  
TILX 056308- TILX 056347 (not inclusive)  
TILX 253181 - TILX 253184  
TILX 303566 - TILX 303581 (not inclusive)

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SEP 5 08

8-00 AM

## SURFACE TRANSPORTATION BOARD

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP Rail Leasing LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of June 27, 2007 among the Seller and the Buyer, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (z) other certain assets set forth on Exhibit C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided, that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

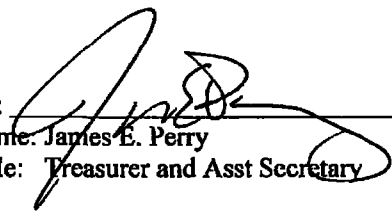
Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES) THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

\* \* \*

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 29<sup>th</sup> day of September, 2008.

**TRINITY INDUSTRIES LEASING COMPANY**

By:   
Name: James E. Perry  
Title: Treasurer and Asst Secretary

**TRIP RAIL LEASING LLC**

By: TRIP Rail Holdings I.L.C, its Managing Member

By: Trinity Industries Leasing Company, its  
Manager

By:   
Name: Eric R. Marchetto  
Title: Executive Vice President

**ACKNOWLEDGMENT**

STATE OF Texas )

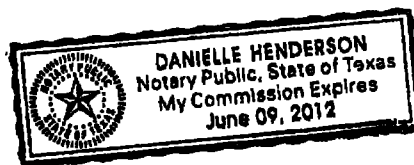
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer and Asst Secretary of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 29<sup>th</sup> day of September, 2008.

*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012



**ACKNOWLEDGMENT**

STATE OF Texas )

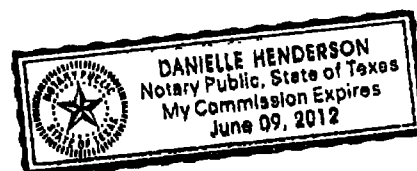
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be Executive Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Holdings I.L.C., a Delaware limited liability company, which is the managing member of TRIP Leasing I.L.C., a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as a such officer TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 29<sup>th</sup> day of September, 2008.

*Danielle Henderson*  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012



**SCHEDULE A**  
**to Bill of Sale and Assignment and Assumption Agreement**

**PURCHASE PRICE**

The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT A**

**to Bill of Sale and Assignment and Assumption Agreement**

**RAILCARS**

**[see attached]**

**TRIP RAIL LEASING LLC****Close 14****Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Build Date</u></b>	<b><u>Car Type</u></b>
1	TILX253135	52187	September-08	Tank
2	TILX253136	52187	September-08	Tank
3	TILX253137	52187	September-08	Tank
4	TILX253138	52187	September-08	Tank
5	TILX253139	52187	September-08	Tank
6	TILX253140	52187	September-08	Tank
7	TILX253141	52187	September-08	Tank
8	TILX253142	52187	September-08	Tank
9	TILX253143	52187	September-08	Tank
10	TILX253144	52187	September-08	Tank
11	TILX253145	52187	September-08	Tank
12	TILX253146	52187	September-08	Tank
13	TILX253147	52187	September-08	Tank
14	TILX253148	52187	September-08	Tank
15	TILX253149	52187	September-08	Tank
16	TILX253150	52187	September-08	Tank
17	TILX253151	52187	September-08	Tank
18	TILX253152	52187	September-08	Tank
19	TILX253153	52187	September-08	Tank
20	TILX253154	52187	September-08	Tank
21	TILX253155	52187	September-08	Tank
22	TILX253156	52187	September-08	Tank
23	TILX253157	52187	September-08	Tank
24	TILX253158	52187	September-08	Tank
25	TILX253159	52187	September-08	Tank
26	TILX253160	52187	September-08	Tank
27	TILX253161	52187	September-08	Tank
28	TILX253162	52187	September-08	Tank
29	TILX253163	52187	September-08	Tank
30	TILX253164	52187	September-08	Tank
31	TILX253165	52187	September-08	Tank
32	TILX253166	52187	September-08	Tank
33	TILX253167	52187	September-08	Tank
34	TILX253168	52187	September-08	Tank
35	TILX253169	52187	September-08	Tank
36	TILX253170	52187	September-08	Tank
37	TILX253171	52187	September-08	Tank
38	TILX253172	52187	September-08	Tank
39	TILX253173	52187	September-08	Tank
40	TILX253174	52187	September-08	Tank
41	TILX253175	52187	September-08	Tank
42	TILX253176	52187	September-08	Tank
43	TILX253177	52187	September-08	Tank
44	TILX253178	52187	September-08	Tank
45	TILX253179	52187	September-08	Tank
46	TILX253180	52187	September-08	Tank



## TRIP RAIL LEASING LLC

Close 14

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX253181	52187	September-08	Tank
48	TILX253182	52187	September-08	Tank
49	TILX253183	52187	September-08	Tank
50	TILX253184	52187	September-08	Tank
51	TILX303566	4345	May-08	Tank
52	TILX303567	4345	May-08	Tank
53	TILX303568	4345	May-08	Tank
54	TILX303569	4345	June-08	Tank
55	TILX303570	4345	May-08	Tank
56	TILX303573	4345	May-08	Tank
57	TILX303575	4345	May-08	Tank
58	TILX303576	4345	June-08	Tank
59	TILX303578	4345	June-08	Tank
60	TILX303581	4345	June-08	Tank
61	TILX034413	27641	March-08	Freight
62	TILX034414	27641	February-08	Freight
63	TILX034415	27641	February-08	Freight
64	TILX034416	27641	February-08	Freight
65	TILX034417	27641	February-08	Freight
66	TILX034418	27641	February-08	Freight
67	TILX034419	27641	February-08	Freight
68	TILX034420	27641	February-08	Freight
69	TILX034421	27641	February-08	Freight
70	TILX034422	27641	February-08	Freight
71	TILX034423	27641	February-08	Freight
72	TILX034424	27641	February-08	Freight
73	TILX034425	27641	February-08	Freight
74	TILX034426	27641	February-08	Freight
75	TILX034427	27641	February-08	Freight
76	TILX034428	27641	February-08	Freight
77	TILX034429	27641	February-08	Freight
78	TILX034430	27641	February-08	Freight
79	TILX034431	27641	February-08	Freight
80	TILX034432	27641	February-08	Freight
81	TILX034433	27641	February-08	Freight
82	TILX034434	27641	February-08	Freight
83	TILX034435	27641	February-08	Freight
84	TILX034436	27641	February-08	Freight
85	TILX034437	27641	February-08	Freight
86	TILX034438	27641	February-08	Freight
87	TILX034439	27641	February-08	Freight
88	TILX034440	27641	February-08	Freight
89	TILX034441	27641	February-08	Freight
90	TILX034442	27641	February-08	Freight
91	TILX034443	27641	February-08	Freight
92	TILX034444	27641	February-08	Freight

## TRIP RAIL LEASING LLC

Close 14

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	TILX034445	27641	March-08	Freight
94	TILX034446	27641	February-08	Freight
95	TILX034447	27641	February-08	Freight
96	TILX034448	27641	February-08	Freight
97	TILX034449	27641	February-08	Freight
98	TILX034450	27641	March-08	Freight
99	TILX034451	27641	February-08	Freight
100	TILX034452	27641	February-08	Freight
101	TILX034453	27641	February-08	Freight
102	TILX034454	27641	March-08	Freight
103	TILX034455	27641	March-08	Freight
104	TILX034456	27641	March-08	Freight
105	TILX034457	27641	March-08	Freight
106	TILX034458	27641	March-08	Freight
107	TILX034459	27641	March-08	Freight
108	TILX034460	27641	March-08	Freight
109	TILX034461	27641	March-08	Freight
110	TILX034462	27641	March-08	Freight
111	TILX034463	27641	March-08	Freight
112	TILX034464	27641	March-08	Freight
113	TILX034465	27641	March-08	Freight
114	TILX034466	27641	March-08	Freight
115	TILX034467	27641	March-08	Freight
116	TILX034468	27641	March-08	Freight
117	TILX034469	27641	March-08	Freight
118	TILX034470	27641	March-08	Freight
119	TILX034471	27641	March-08	Freight
120	TILX034472	27641	March-08	Freight
121	TILX034473	27641	March-08	Freight
122	TILX034474	27641	March-08	Freight
123	TILX034475	27641	March-08	Freight
124	TILX034476	27641	March-08	Freight
125	TILX034477	27641	March-08	Freight
126	TILX034478	27641	March-08	Freight
127	TILX034479	27641	March-08	Freight
128	TILX034480	27641	March-08	Freight
129	TILX034481	27641	March-08	Freight
130	TILX034482	27641	March-08	Freight
131	TILX034483	27641	March-08	Freight
132	TILX034484	27641	March-08	Freight
133	TILX034485	27641	March-08	Freight
134	TILX034486	27641	March-08	Freight
135	TILX034487	27641	March-08	Freight
136	TILX034488	27641	March-08	Freight
137	TILX034489	27641	March-08	Freight
138	TILX034490	27641	March-08	Freight

## TRIP RAIL LEASING LLC

Close 14

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	TILX034491	27641	March-08	Freight
140	TILX034492	27641	March-08	Freight
141	TILX056136	2739	October-07	Freight
142	TILX056145	2739	October-07	Freight
143	TILX056150	2739	October-07	Freight
144	TILX056153	2739	October-07	Freight
145	TILX056154	2739	October-07	Freight
146	TILX056155	2739	October-07	Freight
147	TILX056156	2739	October-07	Freight
148	TILX056167	2739	October-07	Freight
149	TILX056168	2739	October-07	Freight
150	TILX056169	2739	October-07	Freight
151	TILX056170	2739	October-07	Freight
152	TILX056171	2739	October-07	Freight
153	TILX056174	2739	October-07	Freight
154	TILX056175	2739	October-07	Freight
155	TILX056176	2739	October-07	Freight
156	TILX056177	2739	October-07	Freight
157	TILX056178	2739	October-07	Freight
158	TILX056179	2739	October-07	Freight
159	TILX056180	2739	October-07	Freight
160	TILX056181	2739	October-07	Freight
161	TILX056262	2739	April-08	Freight
162	TILX056268	2739	April-08	Freight
163	TILX056270	2739	April-08	Freight
164	TILX056271	2739	April-08	Freight
165	TILX056272	2739	April-08	Freight
166	TILX056273	2739	April-08	Freight
167	TILX056274	2739	April-08	Freight
168	TILX056275	2739	April-08	Freight
169	TILX056276	2739	April-08	Freight
170	TILX056277	2739	April-08	Freight
171	TILX056278	2739	April-08	Freight
172	TILX056279	2739	April-08	Freight
173	TILX056280	2739	April-08	Freight
174	TILX056281	2739	April-08	Freight
175	TILX056282	2739	April-08	Freight
176	TILX056283	2739	April-08	Freight
177	TILX056284	2739	April-08	Freight
178	TILX056285	2739	April-08	Freight
179	TILX056286	2739	April-08	Freight
180	TILX056287	2739	April-08	Freight
181	TILX056288	2739	April-08	Freight
182	TILX056289	2739	April-08	Freight
183	TILX056290	2739	April-08	Freight
184	TILX056291	2739	April-08	Freight

## TRIP RAIL LEASING LLC

Close 14

## Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	TILX056292	2739	April-08	Freight
186	TILX056293	2739	April-08	Freight
187	TILX056294	2739	April-08	Freight
188	TILX056295	2739	April-08	Freight
189	TILX056296	2739	May-08	Freight
190	TILX056297	2739	April-08	Freight
191	TILX056298	2739	May-08	Freight
192	TILX056299	2739	April-08	Freight
193	TILX056300	2739	April-08	Freight
194	TILX056301	2739	April-08	Freight
195	TILX056302	2739	April-08	Freight
196	TILX056303	2739	April-08	Freight
197	TILX056304	2739	April-08	Freight
198	TILX056308	2739	May-08	Freight
199	TILX056309	2739	May-08	Freight
200	TILX056310	2739	May-08	Freight
201	TILX056311	2739	May-08	Freight
202	TILX056312	2739	May-08	Freight
203	TILX056313	2739	May-08	Freight
204	TILX056314	2739	May-08	Freight
205	TILX056315	2739	May-08	Freight
206	TILX056316	2739	April-08	Freight
207	TILX056317	2739	May-08	Freight
208	TILX056318	2739	May-08	Freight
209	TILX056319	2739	May-08	Freight
210	TILX056320	2739	May-08	Freight
211	TILX056321	2739	May-08	Freight
212	TILX056322	2739	May-08	Freight
213	TILX056323	2739	May-08	Freight
214	TILX056324	2739	May-08	Freight
215	TILX056325	2739	May-08	Freight
216	TILX056326	2739	May-08	Freight
217	TILX056327	2739	May-08	Freight
218	TILX056328	2739	May-08	Freight
219	TILX056329	2739	May-08	Freight
220	TILX056330	2739	May-08	Freight
221	TILX056331	2739	May-08	Freight
222	TILX056332	2739	May-08	Freight
223	TILX056333	2739	May-08	Freight
224	TILX056334	2739	May-08	Freight
225	TILX056335	2739	May-08	Freight
226	TILX056336	2739	May-08	Freight
227	TILX056337	2739	May-08	Freight
228	TILX056338	2739	May-08	Freight
229	TILX056339	2739	May-08	Freight
230	TILX056340	2739	May-08	Freight

**TRIP RAIL LEASING LLC**

Close 14

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Build Date</u></b>	<b><u>Car Type</u></b>
231	TILX056341	2739	May-08	Freight
232	TILX056342	2739	May-08	Freight
233	TILX056343	2739	May-08	Freight
234	TILX056344	2739	May-08	Freight
235	TILX056345	2739	May-08	Freight
236	TILX056346	2739	May-08	Freight
237	TILX056347	2739	May-08	Freight

[Bill of Sale and Assignment and Assumption Agreement (TILC)]

**EXHIBIT B**

**to Bill of Sale and Assignment and Assumption Agreement**

**LEASES**

**[see attached]**

## **Exhibit B**

### **Leases**

1. Eighty (80) units identified with marks TILX 34413 - 34492 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Industries Leasing Company and Building Materials Corporation of America.
2. Twenty (20) units identified with marks TILX 56136, TILX 56145, TILX 56150, TILX 56153 – 56156, TILX 56167 – 56171, and TILX 56174 – 56181 leased pursuant to Rider Sixty-eight (68) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
3. Seventy-seven (77) units identified with marks TILX 56262, TILX 56268, TILX 56270 – 56304, and TILX 56308 – 56347 leased pursuant to Rider Seventy-one (71) to that certain Railroad Car Lease Agreement dated May 17, 1979 between Trinity Industries Leasing Company and Cargill, Inc.
4. Fifty (50) units identified with marks TILX 253135 – 253184 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated October 17, 1989 between Trinity Industries Leasing Company and ConAgra, Inc.
5. Ten (10) units identified with marks TILX 303566 – 303570, TILX 303573, TILX 303575 – 303576, TILX 303578, and TILX 303581 leased pursuant to Rider Eight (8) to that certain Railroad Car Lease Agreement dated January 16, 2001 between Trinity Industries Leasing Company and Equistar Chemicals, LP.

[Bill of Sale and Assignment and Assumption Agreement (TIL.C)]

**EXHIBIT C**

**to Bill of Sale and Assignment and Assumption Agreement**

[None]



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/30/08



\_\_\_\_\_  
Robert W. Alvord